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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

O Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)

•	Name and Address of Reporting Person* (Last, First, Middle)	2.	Issuer Name and Ticker or Trading Symbol	3.	I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)					
	Havala, Michael J		First Industrial Realty Trust, Inc. (FR)							
	c/o First Industrial Realty Trust, Inc. 311 South Wacker Drive, Suite 4000	4.	Statement for (Month/Day/Year) 1/31/03	5.	If Amendment, Date of Original (Month/Day/Year)					
	(Street)	6.	Relationship of Reporting Person(s) to Issuer (Check All Applicable)	7.	. Individual or Joint/Group Filing (Check Applicable Line)					
	Chicago, IL 60606		O Director O 10% Owner							
	(City) (State) (Zip)		☑ Officer (<i>give title below</i>)		O Form filed by More than One Reporting Person					
			Other (specify below)							
			Chief Financial Officer							

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* instruction 4(b)(v).

Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security 2. Transaction Date 2a. Deemed Execution 3. Transaction Code 4. Securities Acquired (A) 5. Amount of Securities 6. Ownership 7. No. 10.												Nature of		
	(Instr. 3)	(Month/Day/Year)	Date, if any. (Month/Day/Year)	(Instr. 8)		or Dispose	or Disposed of (D) (Instr. 3, 4 and 5)			Beneficially Owned Following Reported Transactions(s) (Instr. 3 and 4)		Form: Direct (D) or Indirect (I) (Instr. 4)		Indirect Beneficial Ownership (Instr. 4)
				Code	V	Amount	(A) or (D)	Price						
	Common Stock, par value \$.01 per share	1/31/03		F(1)		1,646	D	\$27.15		71,195		D		
										1,251		I		Daughters
										Total: 72,446				
						Page 2								

$\begin{tabular}{ll} \textbf{Table II} $--$ Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

1.	Title of Derivative Security (Instr. 3)	2.	Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) 3a. Deemed Execution Date, if any (Month/Day/Year) 4. Transaction Code (Instr. 8)		on	5.	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)				
							Code	v		(A)	(D)
					Pa	ige 3					

6.	Date Exercisable and Expiration Date (Month/Day/Year)	7.	Title and of Under Securitie (Instr. 3 c	es	8.	Price of Derivative Security (Instr. 5)	9.	Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10.	Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11.	Nature of Indirect Beneficial Ownershi (Instr. 4)
	Date Expiration Exercisable Date	n	Title	Amount or Number of Shares								
X	planation of Responses	s :										
) [Transaction resulting fro	m taz	x withhol	ding in conn	ecti	on with vesti	ng of	f restricted stock.				
				/s/ Michael	J. F	Iavala		1	/31/03			
			**Si	gnature of R	epo	rting Person			Date			

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.